

Junior, Steve

From: Junior, Steve
Sent: Wednesday, September 03, 2003 5:38 PM
To: 'JLSchuster' [REDACTED]
Subject: Exhibit List for WellPoint/Cobalt Hearing

Attached is a draft list of exhibits for the WellPoint/Cobalt hearing.

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Exh #	<u>20</u>
Date	<u>8 SEPT. 2003</u>
Case	<u>03-C28447</u>
Ins. Comm.	

In the Matter of the Acquisition of Control of Blue Cross & Blue Shield United of Wisconsin; Compcare Health Services Insurance Corporation; United Heartland Life Insurance Company; United Wisconsin Insurance Company; Unity Health Plans Insurance Corporation; and Valley Health Plan, Inc. by WellPoint Health Networks Inc. and Crossroads Acquisition Corp.

Case No. 03-C28447

List of Exhibits

- Ex. 1 List of Exhibits in the Matter of the Acquisition of Control of In the Matter of the Acquisition of Control of Blue Cross & Blue Shield United of Wisconsin; Compcare Health Services Insurance Corporation; United Heartland Life Insurance Company; United Wisconsin Insurance Company; Unity Health Plans Insurance Corporation; and Valley Health Plan, Inc. by WellPoint Health Networks Inc. and Crossroads Acquisition Corp. (Case No. 03-C28447)
- Ex. 2 Letter to Steven Junior, OCI, from David J. Hanson, Geoffrey R. Morgan, and Jonathan L. Schuster of Michael, Best & Friedrich LLP, dated June 20, 2003
- 2.1 Form A "Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer" by WellPoint Health Networks Inc. and Crossroads Acquisition Corp. dated June 20, 2003
 - 2.2 Exhibit 1-A to the Form A, which is the Agreement and Plan of Merger dated June 3, 2003, among WellPoint Health Networks Inc., Crossroads Acquisition Corp., and Cobalt Corporation
 - 2.3 Exhibit 1-B to the Form A, which is the Voting and Lockup Agreement by and between WellPoint Health Networks Inc. and Wisconsin United for Health Foundation, Inc.
 - 2.4 Exhibit 1-C to the Form A, which are the Resolutions of the Board of Directors of Cobalt Corporation dated June 3, 2003 authorizing the Merger
 - 2.5 Exhibit 1-D to the Form A, which are the Resolutions of the Board of Directors of WellPoint Health Networks Inc. authorizing the Merger
 - 2.6 Exhibit 1-E to the Form A, which is the Action Taken by Unanimous Written Consent of the Board of Directors of Crossroads Acquisition Corp. dated June 3, 2003 authorizing the Merger

- 2.7 Exhibit 2-A to the Form A, which is the Annual Report on Form 10-K of WellPoint Health Networks Inc. for the year ended December 31, 2002
- 2.8 Exhibit 2-B to the Form A, which is the Annual Report on Form 10-K of WellPoint Health Networks Inc. for the year ended December 31, 2001
- 2.9 Exhibit 2-C to the Form A, which is the Annual Report on Form 10-K of WellPoint Health Networks Inc. for the year ended December 31, 2000
- 2.10 Exhibit 2-D to the Form A, which the Annual Report on Form 10-K of WellPoint Health Networks Inc. for the year ended December 31, 1999
- 2.11 Exhibit 2-E to the Form A, which is the Annual Report on Form 10-K of WellPoint Health Networks Inc. for the year ended December 31, 1998
- 2.12 Exhibit 2-F to the Form A, which is the Annual Report to Stockholders of WellPoint Health Networks Inc. for the year ended December 31, 2002
- 2.13 Exhibit 2-G to the Form A, which is the Annual Report to Stockholders of WellPoint Health Networks Inc. for the year ended December 31, 2001
- 2.14 Exhibit 2-H to the Form A, which is the Annual Report to Stockholders of WellPoint Health Networks Inc. for the year ended December 31, 2000
- 2.15 Exhibit 2-I to the Form A, which is the Annual Report to Stockholders of WellPoint Health Networks Inc. for the year ended December 31, 1999
- 2.16 Exhibit 2-J to the Form A, which is the Annual Report to Stockholders of WellPoint Health Networks Inc. for the year ended December 31, 1998
- 2.17 Exhibit 2-K to the Form A, which is the Quarterly Report on Form 10-Q of WellPoint Health Networks Inc. for the year ended March 31, 2003
- 2.18 Exhibit 2-L to the Form A, which is the Pre-Merger Organizational Chart of WellPoint Health Networks Inc. and its Affiliates
- 2.19 Exhibit 2-M to the Form A, which is the Post-Merger Organizational Chart of WellPoint Health Networks Inc. and its Affiliates

- 2.20 Exhibit 4-A to the Form A, which is WellPoint Health Networks Inc.'s \$750,000,000 Five Year Unsecured Revolving Credit and Competitive Advance Facility
- 2.21 Exhibit 4-B to the Form A, which is WellPoint Health Networks Inc.'s \$250,000,000 364-Day Unsecured Revolving Credit Facility
- 2.22 Exhibit 4-C to the Form A, which is a Placeholder for the Fairness Opinion Issued by UBS Warburg, LLC to the Board of Directors of Cobalt Corporation
- 2.23 Exhibit 5-A to the Form A, which is the Certificate of Incorporation for Crossroads Acquisition Corp. filed on June 2, 2003
- 2.24 Exhibit 5-B to the Form A, which are the By-Laws of Crossroads Acquisition Corp. effective June 2, 2003
- 2.25 Exhibit 5-C to the Form A, which are the Amended Articles of Incorporation of Cobalt Corporation
- 2.26 Exhibit 5-D to the Form A, which are the Third Amended and Restated Bylaws of Cobalt Corporation
- 2.27 Exhibit 10-A to the Form A, which is the Press Release Issued by WellPoint Health Networks Inc. and filed with the U.S. Securities and Exchange Commission on June 4, 2003
- 2.28 Exhibit 10-B to the Form A, which are the Presentation Materials of WellPoint Health Networks Inc. and filed with the U.S. Securities and Exchange Commission on June 4, 2003
- 2.29 Exhibit 12-A to the Form A, which is the Annual Report to Shareholders of Cobalt Corporation for the year ended December 31, 2002
- 2.30 Exhibit 12-B to the Form A, which is the Annual Report to Shareholders of Cobalt Corporation for the year ended December 31, 2001
- Ex. 3 Registration Statement of WellPoint Health Networks Inc. on Form S-4 as filed with the U.S. Securities and Exchange Commission on July 1, 2003, under cover of a letter to Steven Junior, OCI, from David J. Hanson, Geoffrey R. Morgan, and Jonathan L. Schuster of Michael, Best & Friedrich LLP, dated July 3, 2003
- Ex. 4 Letter to Thomas C. Geiser, Executive Vice President and General Counsel of WellPoint Health Networks Inc. from Guenther H. Ruch, Administrator of the Division of Regulation and Enforcement at the OCI

- Ex. 5 Letter to Guenther H. Ruch, OCI, from David J. Hanson and Jonathan L. Schuster of Michael, Best & Friedrich LLP, dated July 23, 2003, with Responses to OCI Comments
- 5.1 Confidentiality Agreement between WellPoint Health Networks Inc. and its Affiliates and Cobalt Corporation and its Affiliates dated April 29, 2003
 - 5.2 Consent to Jurisdiction Statement on Form E filed by WellPoint Health Networks Inc. dated July 21, 2003
 - 5.3 Consent to Jurisdiction Statement on Form E filed by Crossroads Acquisition Corp. dated July 21, 2003
 - 5.4 Balance sheet of WellPoint Health Networks Inc. as of March 31, 2003
 - 5.5 Fairness Opinion Issued by UBS Warburg, LLC to the Board of Directors of Cobalt Corporation
 - 5.6 Texas Department of Insurance's Press Release Announcing Consent Orders
 - 5.7 Consent Order between the Texas Department of Insurance and UNICARE Life & Health Insurance Company
- Ex. 6 Purchaser Disclosure Schedule and Target Disclosure Schedule under cover of a letter to Guenther H. Ruch, OCI, from David J. Hanson, and Jonathan L. Schuster of Michael, Best & Friedrich LLP, dated July 31, 2003
- Ex. 7 Schedules 3.2(o)(i)(B) – (D) of the Purchaser Disclosure Schedule and Target Disclosure Schedule under cover of a letter to Guenther H. Ruch, OCI, from David J. Hanson and Jonathan L. Schuster of Michael, Best & Friedrich LLP, dated July 31, 2003
- Ex. 8 Letter to Guenther H. Ruch, OCI, from David J. Hanson of Michael, Best & Friedrich LLP, dated August 7, 2003, giving notice that WellPoint Health Networks Inc. had been informed of early termination of the required waiting period under the Hart-Scott-Rodino Anti-Trust Improvements Act of 1976
- Ex. 9 Letter to Guenther H. Ruch, OCI, from David J. Hanson of Michael, Best & Friedrich LLP, dated August 7, 2003, transmitting the Examination Report for UNICARE Life & Health Insurance Company as of October 31, 2001
- Ex. 10 Letter to Guenther H. Ruch, OCI, from David J. Hanson and Jonathan L. Schuster of Michael, Best & Friedrich LLP, dated August 13, 2003, transmitting Amendment No. 1 to the Agreement and Plan of Merger

- Ex. 11 Letter to Guenther H. Ruch, OCI, from David J. Hanson and Jonathan L. Schuster of Michael, Best & Friedrich LLP, dated August 18, 2003, transmitting a copy of the Early Termination Granted letter from the Federal Trade Commission
- Ex. 12 Letter to Thomas C. Geiser, Executive Vice President and General Counsel of WellPoint Health Networks Inc., from Guenther H. Ruch, OCI, dated August 18, 2003
- Ex. 13 Notice of Hearing for Case No. 03-C28447, addressed to Thomas C. Geiser, Executive Vice President and General Counsel of WellPoint Health Networks Inc., dated August 19, 2003
- Ex. 14 Letter to Guenther H. Ruch, OCI, from David J. Hanson and Jonathan L. Schuster of Michael, Best & Friedrich LLP, dated August 26, 2003, with responses to comment letter dated August 18, 2003
- 14.1 Copy of the covenants that apply to WellPoint's 6 -3/8% Notes due in 2006 and 2012
 - 14.2 Copy of the WellPoint Group's Tax Allocation Agreement
 - 14.3 Copy of the WellPoint Group's Master Administrative Services Agreement
 - 14.4 Exhibit 13, which consists of biographical affidavits for the officers and directors of WellPoint Health Networks Inc. with the exception of Mr. Roger E. Birk
- Ex. 15 Letter to Guenther H. Ruch, OCI, from David J. Hanson and Jonathan L. Schuster of Michael, Best & Friedrich LLP, dated August 28, 2003, transmitting the biographical affidavit for Mr. Roger E. Birk
- Ex. 16 Letter to Guenther H. Ruch, OCI, from David J. Hanson and Jonathan L. Schuster of Michael, Best & Friedrich LLP, dated August 28, 2003, transmitting Amendment No. 1 to Form S-4 and Form S-4 for WellPoint Health Networks Inc.
- 16.1 Amendment No. 1 to Form S-4 for WellPoint Health Networks Inc., as filed with the U.S. Securities and Exchange Commission
 - 16.2 Form S-4 for WellPoint Health Networks Inc., as filed with the U.S. Securities and Exchange Commission
- Ex. 17 E-mail to Jonathan L. Schuster, Michael, Best & Friedrich LLP, from Steven J. Junior, OCI, transmitting draft case recommendation memorandum dated September 3, 2003
- Ex. 18 E-mail to Steven J. Junior, OCI, from Jonathan L. Schuster, Michael, Best & Friedrich LLP, transmitting suggested changes to draft case recommendation memorandum

List of Exhibits
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- Ex. 19 OCI Recommendation Memorandum for Case No. 03-C28393
- Ex. 20 Pre-filed Testimony of Thomas C. Geiser, Executive Vice President and
General Counsel of WellPoint Health Networks Inc.
- Ex. 21 Pre-filed Testimony of Stephen E. Bablitch, Chairman and Chief
Executive Officer of Cobalt Corporation